

# **EXHIBIT CE-16**

## **Consent to Jurisdiction Statements**

**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Knighthead Holdings Ltd.

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: December 14, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthead Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
[dmcmahon@knightheadannuity.com](mailto:dmcmahon@knightheadannuity.com)

Sanjiv J. Tata, Esq.  
Partner  
Mayer Brown LLP  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 506-2500  
[stata@mayerbrown.com](mailto:stata@mayerbrown.com)

William J. Toman, Esq.  
Partner  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**

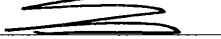
Knighthead Holdings Ltd., proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., does hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.


**SIGNATURE**

Knighthead Holdings Ltd. has caused this statement to be duly signed on its behalf in the city of Camana Bay and state of Grand Cayman on the 14th day of December, 2022

(SEAL)

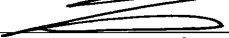
Knighthead Holdings Ltd.

BY   
(Name)  
GARY DOMBROWSKY  
(Title) CEO


Attest:   
(Signature of Officer)  
Chief Financial Officer  
(Title)

CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached statement dated December 14, 2022, for and on behalf of Knighthood Holdings Ltd.; that deponent is the Chief Executive Officer (Title of Officer) of such company, and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature)   
(Type or print name beneath) GARY DOMBOWSKY

Subscribed and sworn to this  
14<sup>th</sup> day of DECEMBER, 2022

  
Notary Public  
My commission expires 31<sup>ST</sup> JAN 2023

**Shena L. Anglin**  
**Notary Public in and for the Cayman Islands**

**(My Commission expires on 31st Jan 2023)**

**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Knighthead Capital Management, LLC

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: December 13, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthead Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
[dmcMahon@knightheadannuity.com](mailto:dmcMahon@knightheadannuity.com)

Sanjiv J. Tata, Esq.  
Partner  
Mayer Brown LLP  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 506-2500  
[stata@mayerbrown.com](mailto:stata@mayerbrown.com)

William J. Toman, Esq.  
Partner  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**

Knight Capital Management, LLC, proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., does hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.

**SIGNATURE**

Knighthead Capital Management, LLC has caused this statement to be duly signed on its behalf in the city of New York and state of New York on the 13th day of December, 2022

(SEAL)

Knighthead Capital Management, LLC

BY

(Name) Laura L. Torrado

(Title) General Counsel

Attest:

(Signature of Officer)

(Title) Chief Financial Officer

**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Mr. Ara David Cohen

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: December 12, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthead Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
[dmcMahon@knightheadannuity.com](mailto:dmcMahon@knightheadannuity.com)

Sanjiv J. Tata, Esq.  
Partner  
Mayer Brown LLP  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 506-2500  
[stata@mayerbrown.com](mailto:stata@mayerbrown.com)

William J. Toman, Esq.  
Partner  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**

I, Ara David Cohen, proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., do hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.

**SIGNATURE**

Mr. Ara Cohen has duly signed this statement in the city of New York and state of New York on the 12th day of December, 2022

(SEAL)

Ara David Cohen

BY

(Name) Ara D. Cohen

(Title)

Attest

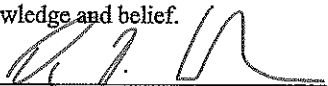
(Signature of Officer)

Laura L. Torrado


(Title)

CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached statement dated December 12, 2022, for and on behalf of himself; that deponent is Mr. Ara David Cohen and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature)   
(Type or print name beneath) Ara David Cohen

Subscribed and sworn to this  
12 day of December, 2022

  
Notary Public  
My commission expires 12/14/2024

**BRITTANY R MCCORMICK**  
**NOTARY PUBLIC-STATE OF NEW YORK**  
**No. 02MC6412046**  
**Qualified in New York County**  
**My Commission Expires 12-14-2024**

**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Knighthead Insurance Fund I, Ltd.

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: December 12, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthead Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
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Partner  
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Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**

Knighthead Insurance Fund I, Ltd., proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., does hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.

**SIGNATURE**

Knighthead Insurance Fund I, Ltd. has caused this statement to be duly signed on its behalf in the city of New York and state of New York on the 12th day of December, 2022

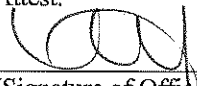
(SEAL)

Knighthead Insurance Fund I, Ltd.

BY   
(Name) Thomas Allen Wagner III

(Title) Director

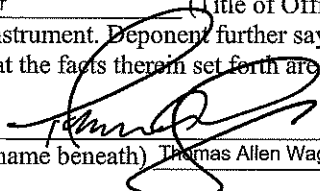
Attest:

  
(Signature of Officer) Laura L. Torrado

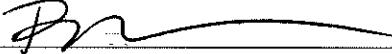
(Title)

CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached statement dated  
December 12, 2022, for and on behalf of Knighthead Insurance Fund I, Ltd.; that deponent is  
the Director (Title of Officer) of such company, and that deponent is authorized to execute  
and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents  
thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature)   
(Type or print name beneath) Thomas Allen Wagner III

Subscribed and sworn to this  
12 day of December, 2022

  
Notary Public  
My commission expires 12/14/2024

BRITTANY R MCCORMICK  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 02MC6412046  
Qualified in New York County  
My Commission Expires 12-14-2024

**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Mr. Thomas Allen Wagner III

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: December 12, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthead Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
[dmcMahon@knightheadannuity.com](mailto:dmcMahon@knightheadannuity.com)

Sanjiv J. Tata, Esq.  
Partner  
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1221 Avenue of the Americas  
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Telephone: (212) 506-2500  
[stata@mayerbrown.com](mailto:stata@mayerbrown.com)

William J. Toman, Esq.  
Partner  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**

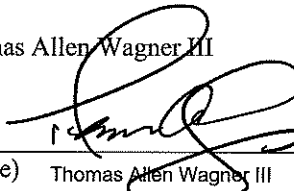
I, Thomas Allen Wagner III, proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., do hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.

**SIGNATURE**

Mr. Thomas Wagner has duly signed this statement in the city of New York and state of New York on the 12th day of December, 2022

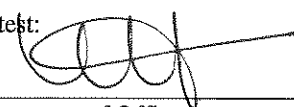
(SEAL)

Thomas Allen Wagner III

BY   
(Name) Thomas Allen Wagner III

(Title)

Attest:

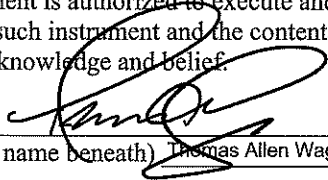
  
(Signature of Officer)

Laura L. Torrado

(Title)

CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached statement dated December 12, 2022, for and on behalf of himself; that deponent is Thomas Allen Wagner III and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature) 

(Type or print name beneath) Thomas Allen Wagner III

Subscribed and sworn to this

12 day of December, 2022

  
Notary Public

My commission expires 12/14/2024

BRITTANY R MCCORMICK  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 02MC6412046  
Qualified in New York County  
My Commission Expires 12-14-2024

CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached statement dated December 13, 2022, for and on behalf of Knighthood Capital Management, LLC; that deponent is the General Counsel (Title of Officer) of such company, and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature) [Signature]  
(Type or print name beneath) Laura L. Torrado

Subscribed and sworn to this  
13 day of December, 2022

[Signature]  
Notary Public  
My commission expires 12/14/2024

BRITTANY R MCCORMICK  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 02MC6412046  
Qualified in New York County  
My Commission Expires 12-14-2024

**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Clementine Special Situations KHAL Ltd.

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: DECEMBER 16, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthead Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
[dcmahon@knightheadannuity.com](mailto:dcmahon@knightheadannuity.com)

Sanjiv J. Tata, Esq.  
Partner  
Mayer Brown LLP  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 506-2500  
[stata@mayerbrown.com](mailto:stata@mayerbrown.com)

William J. Toman, Esq.  
Partner  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**

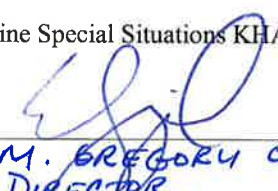
Clementine Special Situations KHAL Ltd., proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., does hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.

**SIGNATURE**


Clementine Special Situations KHAL Ltd. has caused this statement to be duly signed on its behalf in the city of NEW YORK and state of NEW YORK on the 16<sup>th</sup> day of DECEMBER, 2022

(SEAL)

Clementine Special Situations KHAL Ltd.

BY   
(Name) M. GREGORY O'HARA  
(Title) DIRECTOR

Attest:

  
(Signature of Officer)  
BEBI F. ALI, EXECUTIVE ASSISTANT  
(Title)

CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached statement dated DECEMBER 16, 2022, for and on behalf of Clementine Special Situations KHAL Ltd.; that deponent is the DIRECTOR (Title of Officer) of such company, and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature) \_\_\_\_\_

(Type or print name beneath) M. GREGORY D'HARA

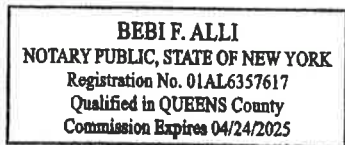
Subscribed and sworn to this

16<sup>th</sup> day of DECEMBER, 2022

Bebi F. Alli

Notary Public

My commission expires 04/24/2025



**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Clementine Special Situations LLC

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: DECEMBER 16, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthood Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
[dcmahon@knighthoodannuity.com](mailto:dcmahon@knighthoodannuity.com)

Sanjiv J. Tata, Esq.  
Partner  
Mayer Brown LLP  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 506-2500  
[stata@mayerbrown.com](mailto:stata@mayerbrown.com)

William J. Toman, Esq.  
Partner  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**

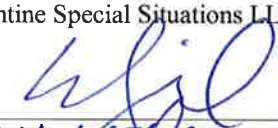
Clementine Special Situations LLC, proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., does hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.

**SIGNATURE**

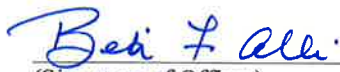
Clementine Special Situations LLC has caused this statement to be duly signed on its behalf in the city of NEW YORK and state of NEW YORK on the 16<sup>th</sup> day of DECEMBER, 2022

(SEAL)

Clementine Special Situations LLC

BY   
(Name) M. GREGORY O'HARA  
(Title) DIRECTOR

Attest:

  
(Signature of Officer)  
BETH F. ALLI, EXECUTIVE ASSISTANT  
(Title)

CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached statement dated DECEMBER 16, 2022, for and on behalf of Clementine Special Situations LLC; that deponent is the DIRECTOR (Title of Officer) of such company, and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature) 

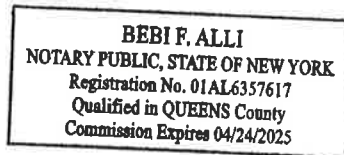
(Type or print name beneath) M. GREGORY O'HARA

Subscribed and sworn to this

16<sup>th</sup> day of DECEMBER, 2022

Bebi F. Alli  
Notary Public

My commission expires 04/24/2025



**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Clementine Special Situations Parent LLC

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: DECEMBER 16, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthead Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
[dmcmahon@knightheadannuity.com](mailto:dmcmahon@knightheadannuity.com)

Sanjiv J. Tata, Esq.  
Partner  
Mayer Brown LLP  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 506-2500  
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William J. Toman, Esq.  
Partner  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**


Clementine Special Situations Parent LLC, proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., does hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.

**SIGNATURE**

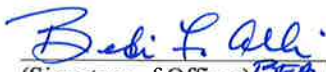
Clementine Special Situations Parent LLC has caused this statement to be duly signed on its behalf in the city of NEW YORK and state of NEW YORK on the 16<sup>th</sup> day of DECEMBER, 2022

(SEAL)

Clementine Special Situations Parent LLC

BY   
(Name) M. GREGORY O'HARA  
(Title) DIRECTOR

Attest:

  
(Signature of Officer) BETH F. ALLI  
(Title) EXECUTIVE ASSISTANT

CERTIFICATION

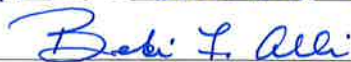
The undersigned deposes and says that deponent has duly executed the attached statement dated DECEMBER 16, 2022, for and on behalf of Clementine Special Situations Parent LLC; that deponent is the DIRECTOR (Title of Officer) of such company, and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature) 

(Type or print name beneath) M. GREGORY O'HARA

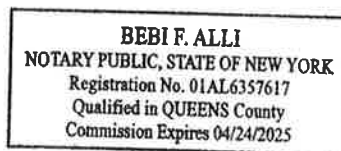
Subscribed and sworn to this

16<sup>th</sup> day of DECEMBER 2022



Notary Public

My commission expires 04/24/2025



**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Clementine Special Situations Holdco LLC

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: Dec 16, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthead Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
[dcmahon@knightheadannuity.com](mailto:dcmahon@knightheadannuity.com)

Sanjiv J. Tata, Esq.  
Partner  
Mayer Brown LLP  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 506-2500  
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William J. Toman, Esq.  
Partner  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**

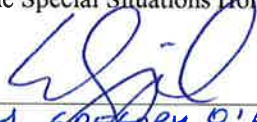
Clementine Special Situations Holdco LLC, proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., does hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.

**SIGNATURE**

Clementine Special Situations Holdco LLC has caused this statement to be duly signed on its behalf in the city of NEW YORK and state of NEW YORK on the 16<sup>th</sup> day of DECEMBER, 2022

(SEAL)

Clementine Special Situations Holdco LLC

BY   
(Name) M. GREGORY O'HARA  
(Title) DIRECTOR

Attest:

  
(Signature of Officer) B. F. ALLI  
(Title) EXECUTIVE ASSISTANT

CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached statement dated DECEMBER 16, 2022, for and on behalf of Clementine Special Situations Holdco LLC; that deponent is the DIRECTOR (Title of Officer) of such company, and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature) [Signature]

(Type or print name beneath) M. GREGORY O'HARA

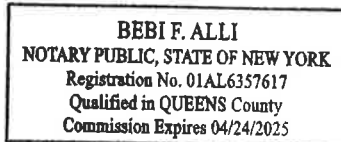
Subscribed and sworn to this

16<sup>th</sup> day of DECEMBER, 2022

[Signature]

Notary Public

My commission expires 04/24/2025



**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Clementine Investments LLC

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: DEC 16, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthood Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
[dmcMahon@knighthoodannuity.com](mailto:dmcMahon@knighthoodannuity.com)

Sanjiv J. Tata, Esq.  
Partner  
Mayer Brown LLP  
1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 506-2500  
[stata@mayerbrown.com](mailto:stata@mayerbrown.com)

William J. Toman, Esq.  
Partner  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**

Clementine Investments LLC, proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., does hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.

**SIGNATURE**

Clementine Investments LLC has caused this statement to be duly signed on its behalf in the city of NEW YORK and state of NEW YORK on the 16<sup>th</sup> day of DECEMBER, 2022

(SEAL)

Clementine Investments LLC

BY M. GREGORY O'HARA  
(Name)  
MANAGING MEMBER  
(Title)

Attest:

Bebi F. Alli  
(Signature of Officer) BEBI F. ALLI  
EXECUTIVE ASSISTANT  
(Title)

CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached statement dated DECEMBER 16, 2022, for and on behalf of Clementine Investments LLC; that deponent is the MANAGING MEMBER (Title of Officer) of such company, and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature) [Signature]

(Type or print name beneath) M. GREGORY O'HARA

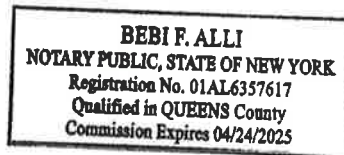
Subscribed and sworn to this

16 day of DECEMBER, 2022

Bebi F. Alli

Notary Public

My commission expires 04/24/2025



**FORM AA**  
**CONSENT TO JURISDICTION STATEMENT**

Filed with the office of the commissioner of insurance,  
of the state of Wisconsin  
BY

Mr. Michael Gregory O'Hara

On Behalf of the Following Insurer

North American Insurance Company

575 D'onofrio Drive  
Suite 100  
Madison, Wisconsin 53719

Date: DECEMBER 16, 2022

Delia McMahon, Esq.  
General Counsel  
Knighthead Annuity &  
Life Assurance Company,  
62 Forum Lane, 1<sup>st</sup> Floor  
Camana Bay, Grand Cayman KY-1006  
Telephone: (345) 746-0311  
[dcmahon@knightheadannuity.com](mailto:dcmahon@knightheadannuity.com)

Sanjiv J. Tata, Esq.  
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1221 Avenue of the Americas  
New York, New York 10020  
Telephone: (212) 506-2500  
[stata@mayerbrown.com](mailto:stata@mayerbrown.com)

William J. Toman, Esq.  
Partner  
Quarles & Brady LLP  
33 East Main Street, Suite 900  
Madison, Wisconsin 53703  
Telephone: (608) 283-2434  
[william.toman@quarles.com](mailto:william.toman@quarles.com)

**CONSENT TO JURISDICTION**

I, Michael Gregory O'Hara, proposed affiliate of North American Insurance Company, an insurer authorized to do business in the state of Wisconsin, pursuant to the requirements of ch. 617, Stats., do hereby consent to the jurisdiction of the Commissioner of Insurance and the courts of the state of Wisconsin upon acquiring control of North American Insurance Company.

**SIGNATURE**


Mr. Michael Gregory O'Hara has duly signed this statement in the city of NEW YORK and state of NEW YORK on the 16<sup>th</sup> day of DECEMBER, 2022

(SEAL)

Michael Gregory O'Hara

BY   
(Name)  
DIRECTOR  
(Title)

Attest:

  
(Signature of Officer) DEB F. ALLI  
EXECUTIVE ASSISTANT  
(Title)

CERTIFICATION

The undersigned deposes and says that deponent has duly executed the attached statement dated DECEMBER 16, 2022, for and on behalf of himself; that deponent is Mr. Michael Gregory O'Hara and that deponent is authorized to execute and file such instrument. Deponent further says that deponent is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of deponent's knowledge and belief.

(Signature) 

(Type or print name beneath) M. GREGORY O'HARA

Subscribed and sworn to this

16<sup>th</sup> day of DECEMBER, 2022



Notary Public

My commission expires 04/24/2025

<p><b>BEBI F. ALLI</b> NOTARY PUBLIC, STATE OF NEW YORK Registration No. 01AL6357617 Qualified in QUEENS County Commission Expires 04/24/2025</p>
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